

I. Call to Order and Opening Business – PNB Chair (1 Min.)

a. Roll Call / Establish Quorum – PNB Secretary (4 Min.)

For Attendance. X Present; Ab Absent; Exc Excused Absence; AL Arrived Late.

| | | | |
|--|---------------------------------------|---|---|
| KPFA - Berkeley, CA: | KPFK – L.A., CA: | KPFT – Houston, TX: | WBAI - N.Y., NY: |
| <input type="checkbox"/> Laura Prives | <input type="checkbox"/> Ken Aaron | <input type="checkbox"/> Teresa Allen | <input type="checkbox"/> Nia Bediako |
| <input type="checkbox"/> Tracy Rosenberg | <input type="checkbox"/> Lydia Brazon | <input type="checkbox"/> Wesley Bethune | <input type="checkbox"/> Carolyn Birden |
| <input type="checkbox"/> Dan Siegel | <input type="checkbox"/> Ali Lexa | <input type="checkbox"/> Bill Crosier | <input type="checkbox"/> Kathy Davis |
| <input type="checkbox"/> Andrea Turner | <input type="checkbox"/> Summer Reese | <input type="checkbox"/> George Reiter | <input type="checkbox"/> Alex Steinberg |

| | | |
|---|--|--|
| WPFW – Washinton. DC: | AFFILIATES: STAFF & COUNSEL: | |
| <input type="checkbox"/> Ivon Alcime | <input type="checkbox"/> Heather Gray | <input type="checkbox"/> Arlene Engelhardt, ED |
| <input type="checkbox"/> Revalyn Gold | <input type="checkbox"/> Efia Nwangaza | <input type="checkbox"/> LaVarn Williams, CFO |
| <input type="checkbox"/> Campbell Johnson | <input type="checkbox"/> Andy Gold, General Counsel | |
| <input type="checkbox"/> Marcel Reid | <input type="checkbox"/> John Garry, Recording Secretary | |

b Determine excused absences – Chair

c. Designate Timekeeper (1 Min.)

Open Session Agenda Approval (5 Min.)

Minutes Approval - Approval of Open Session Minutes (5 Min.)
for Sep. 27, 2012

PNB Chair’s Report (5 Min.)

Interim Executive Director’s Report (5 Min.)

Chief Financial Officer’s Report (5 Min.)

Committee & Task Force Reports

Finance Committee Report – Part 1 - Tracy Rosenberg, Chair (15 Min.)

Motion 1 – KPFK Budget: (15 min.)

That the KPFK budget as approved by the NFC on September 18, 2012, be approved by the PNB
(Approved by the NFC without objection)

ED-CFO Search Committee Report (10 Min.)

Motion 1 – CFO Job Description: (15 min.)

Approve the CFO job description as revised by the ED-CFO search committee (see attached)

Finance Committee Report - Part 2- Tracy Rosenberg, Chair (30 Min.)

Motion 2 – GMs/BMs at Quarterly Reviews (5 Min.)

"When the quarterly reviews are scheduled the General Managers shall be invited to attend, or attend with their Business Managers, or to be represented by the Business Managers, at a dedicated time certain."
(Approved by the NFC: 7 for, 0 against)

Motion 3 – Interstation transfers (5 Min.)

That the NFC ask the National Office for a record of all interstation transfers for FY12, to be reported within 30 days."
(Approved by the NFC without objection)

Motion 4 – NFCB Conference reports (5 Min.)

The attendees at the NFCB conference will submit written reports to, and the ED shall make a brief presentation of to the PNB as to what took place and what was gained.
(Approved by the NFC without objection).

Motion 5 – Reprimands for late budget submissions (5 Min.)

The NFC recommends that the Executive Director file reprimands in the personnel folders of General Managers and Business Managers who are more than 60 days late in providing budgets."
(Approved by the NFC: 5 for, 3 against)

Motion 6 – NFC Executive Sessions: (5 Min.)

"That the NFC refrain from having executive sessions until such time as actions are taken to resolve considerations about breaches of confidentiality."

Motion 7 - Expense Reductions: (10 min.)

"The National Finance Committee recommends to the Pacifica National Board that on completion of the mandated submission of 4th quarter 2012 income forecasts from all six divisions that planned expense reductions totaling \$1,000,000 annually be implemented as soon as possible and no later than the completion of the current fiscal year."
(Approved by the NFC: 9 yes, 2 no)

Governance Committee – George Reiter, Chair (20 Min.)

Motion 1: KPFK LSB PD candidate vote

Due to lack of bylaws mandated notice to all KPFK LSB members, the Sept 16th vote of the KPFK LSB on the presentation of a PD candidate list is declared null and void.
(Approved by committee: 6 yes, 4 no)
(postponed from the Sep. 20, 2012 PNB meeting)

Motion 1: KPFK LSB PD candidate vote

The governance committee recommends to the Pacifica National Board that in order to ensure an even playing field for all Pacifica employees at all Pacifica stations, eligible employees at KPFT-FM be encouraged to consider forming a bargaining unit. If that proves difficult due to the small size of the potential unit, then employees are encouraged to look into an accretion request with the nearest geographical Pacifica bargaining unit, in this case the AFTRA unit in Los Angeles".
(approved by committee Aug. 20, 2012, 6-0-3)

Audit Committee (10 Min.)

Elect Directors from KPFK and WPFW for the Audit Committee

Financial Reform Audit Taskforce (FRAT) - Ken Aaron, Chair (20 min)

Motion 1 – Unbudgeted obligations (10 Min.)

Any employee found to be establishing, verbally or in writing, unbudgeted obligations for the Foundation, in excess of \$5000, without prior written approval of the National Office, shall be subject to disciplinary action including dismissal

Motion 1 – Unbudgeted obligations - Management (10 Min.)

Any employee in a managerial position, who becomes aware of an unapproved unbudgeted obligation in excess of \$5000, who does not notify the National Office in writing within a reasonable amount of time, shall be subject to disciplinary action.

Elections Committee

(10 Min.)

Motion 1 – Election materials:

The following paragraph will be added in election materials on mediation to prevent lawsuits / lessen the cost and occurrence of lawsuits and legal actions:

“By participating in this election as a candidate and/or sending in a ballot to vote, you are agreeing to abide by the Pacifica Foundation bylaws regarding delegate elections. You are also agreeing to participate in and abide by the findings of a qualified mediator to resolve any conflicts, disagreements, or claims for any and all parties, regarding the procedure or results of this election or the actions or behavior of any parties involved.”
(wording subject to vetting by an attorney with nonprofit and election expertise.)

Technology Committee

Motion 1: Technology Documentation Policy

(10 Min.)

The Pacifica National Board Technology Task Force recommends that the Pacifica National Board direct the Executive Director to add the following requirements to the job description of the General Manager and/or Operations manager of all business units (the stations, Pacifica Radio Archives, National Office):

The General Manager shall maintain accurate documentation of all technological implementations and equipment under his/her charge.

The first full report will be implemented provisionally by the end of 2012.

The General Manager is expected to assign staff as needed to complete these surveys but the General Manager remains responsible for the accuracy and timeliness of the reports. Members of the PNB Technical Committee/Task Force will make themselves available and find other volunteers to help with the task.

The details of required documentation will be provided by the National Office with recommendations from the Technology Task Force and may from time to time be updated as technology and operations change. This documentation will be updated on a timely basis as needed and the updates will be reported to the National Office Secretary and the Chief Technical Officer.

Personnel Committee – Nia Bediako, Chair (30 Min.)

Motion 1: Pacifica Foundation General Manager Search Process (10 Min.)

(see attachment)

Motion 2: Revised ED Job Description (10 Min.)

(see attachment)

Motion 3: Revised CFO Job Description (10 Min.)

(see attachment)

Development Task Force – Heather Gray, Chair (10 min.)

Motion 1: GoalBusters

The National Pacifica Foundation will authorize Goalbusters to implement Phase 1 of its "Proposal for Development Services". GoalBusters will begin Phase 1 in the Fall of 2012.

Programming Committee – George Reiter, Chair (15 Min.)

Motion 1: Arbitron

Pacifica will not use the services of Arbitron until the December 31 deadline, set by the court to correct their sampling bias is met, *except for fund and grant raising and general reporting.*

(Passed by committee without objection.)

Coordinating Committee – Bill Crosier, Chair (5 min.)

Affiliates Task Force – Heather Gray and Campbell Johnson, co-chairs (5 Min.)

Coordinating Committee - Bill Crosier, Chair (5 Min.)

Archives Committee (5 Min.)

Racism and Sexism Committee – Andrea Turner, Convenor (5 Min.)

IX. Unfinished business

a. Motion by Davis: Quorum (15 Min.)

Resolved, that PNB committees be empowered to conduct a meeting in the absence of a quorum in order to further the committee's business, with the proviso that any motions other than agenda-setting or the setting the date of the next meeting be held to the next (quorum) meeting for a vote.

b. Motion by Crosier: Public Criticism of Staff (15 Min.)

It is the policy of the PNB that no member of the Pacifica National Board shall criticize publicly, or demean publicly in any way, members of the staff. Any legitimate criticism of the work of staff members that a member feels needs to be acted on is to be forwarded to the Executive Director or to the PNB for resolution. Failure to abide by this policy will be interpreted as action against the interests of Pacifica, and will be subject to the disciplinary procedures provided for by the Bylaws for such actions.

c. Motion by Steinberg: Membership Termination Standing Rule (15 Min.)

Due to possible conflict of interest, any person who has been terminated from the Pacifica Foundation employment for cause shall be prohibited from membership in the Pacifica Foundation. When this type of

proceeding is brought, all due process procedures called for, as noticed to all in the Pacifica Bylaws, in Robert's Rules of Order (Chapter 20) shall apply.

d. Motion by Davis: Membership re: Malice (15 Min.)

Be it resolved that any person or member of the Pacifica Foundation that acts with malice and/or violence and/or levies threats; either verbal or physical against Pacifica staff or members of the LSB or PNB should be disqualified from membership and participation in Pacifica governance. Further, any person or member of the Pacifica Foundation who acts to limit or undermine the fund raising and or function of the Pacifica foundation or its radio stations and broadcast licenses should be disqualified from membership and participation in Pacifica governance. And, that any person or member of the Pacifica Foundation who acts to undermine, counterbalance, destroy or limit the Pacifica Bylaws should be disqualified from membership and participation in Pacifica governance.

e. From: Nwangaza: (15 Min.)

MOTION 1: To rescind the motion passed May 12, 2011 regarding the Pacifica Affiliates Task Force

f. From: Nwangaza:

MOTION 2: for a Pacifica Affiliates' – Pacifica Foundation Task Force (30 Min.)

Introduction

The vision for the Affiliates' Program (The Program), at its inception, was that The Program would facilitate the development, production, broadcast, exchange and distribution of meaningful and influential progressive content, provided by both the sister and affiliate stations. The Program was expected to be a mutually supportive resource, serving its members as a communication hub and a teaching/learning community. It would be dedicated to improving both program content and delivery efficacy, with an ever increasing number of progressive programs. The programming would be responsive to Foundation and Affiliate listener needs and interests and give access to otherwise unavailable news, arts, and commentary for worldwide radio, internet, and other possible platforms.

Mission

To achieve this objective, the Affiliates' Task Force was created and charged with representing the Pacifica Affiliates and being a bridge to the Pacifica Foundation. Consistent with the Pacifica Foundation's mission and the Task Force's charge. The Task Force shall strive to build and maintain an authentic Pacifica-Affiliate partnership by maximizing Affiliate membership, input, and participation.

Membership

Any member of an Affiliate or Pacifica station is welcome to participate in the Pacifica-Affiliates' Task Force.

Voting, Co-Meeting Facilitators and Monthly Meetings

Where voting occurs, only duly designated station representatives of an Affiliate or Pacifica station, who has attended three consecutive meetings (the meeting of the vote and two meetings immediately prior to the vote) shall be allowed to vote.

Officers

The Task Force shall be convened by PNB assignment. It shall elect a pro tem Facilitator or Facilitators (at least one of whom shall be an Affiliate Director) for the first three meetings and a Secretary (who shall be any voting eligible member of the Task Force). The permanent yearly Facilitator(s) shall be elected at the third regular meeting.

Meetings:

The Task Force shall meet a minimum of once a month and conduct such business as is consistent with its mission and in the manner prescribed the by-laws of the Pacifica Foundation.

g. from: Brazon: (10 min.)

Whereas Director Tracy Rosenberg posted "KPFA: An Open Letter on E-mails" to Indybay.org news items site on Saturday, April 16, 2011 which included email communications between attorneys on pending Pacifica matters of litigation,

Therefore it is resolved that the Pacifica National Board of Directors censure Director Tracy Rosenberg.

h. from: Rosenberg: (10 min.)

Motion of censure against the 27 members of the KPFA LSB for demanding the disclosure of confidential legal information in an open session of the KPFA Local Station Board.

i. from Birden: (10 min.)

Whereas, the Bylaws state that "the term of a Director shall be one (1) year. A Director may serve no more than five consecutive one-year terms. A Director shall not be eligible for further service as a Director until one year has elapsed after the termination of a Director's fifth consecutive one-year term" (Article Five, Board of Directors of the Foundation, Section 2: Term), clearly defining the firm limit of "five consecutive one-year terms" for all Directors, and

Whereas, this term limit was not separately addressed in the motion that set up selection procedures for the Affiliate Directors, it is

Resolved, by the Pacifica Foundation Board of Directors, that this limit (five consecutive terms) required in the Pacifica Bylaws shall also apply to the number of consecutive terms permitted by Affiliate Directors.

j. from Aaron: (10 min.)

Whereas there is a potential for irresponsible abuse of the Director's privilege to seek counsel thereby incurring financial obligations for the Foundation without regard to cost,

It is therefore resolved that any request from PNB Directors for special legal service of any kind shall include an estimate of the cost for such service and require approval of the PNB by majority vote. Such approval will specify a cost limit and time limit for the fulfillment of the request. This applies, but is not limited to advice, review, reports, evaluations and filings. This does not apply to normal work done in relation to ongoing legal actions or projects already approved by the PNB. Nothing in this resolution alters or affects Management's rights and duties to hire counsel as needed in accordance with the bylaws.

X. Development and Strategic Planning

Development Task Force – Heather Gray, Chair (60 Min.)

Strategic planning, development and publicity discussion

Improved Programming Grid discussion (45 Min.)

Whistle Blowers Presentation – Marcel Reid (15 Min.)

XI. New Business

Motion from Campbell Johnson- rescind motion on in-person meeting (10 Min.)

Whereas, the Pacific Auditor's report has for a second year stated "Accordingly, substantial doubt remains as to the ability of the Foundation to continue as a going concern as of the date of this report."

Whereas, the expenses for in person Pacifica National Board Meetings totaled approximately \$55,000 for the two in-person meeting held to date and,

Whereas, the board must weigh the gravity of Pacifica's fiscal challenges with that of the bylaws meeting schedule and,

Whereas the Pacifica National Board members has the ultimate fiduciary responsibility to act accordingly on behalf of the Pacifica Foundation.

Therefore, it is resolved: That the Pacific National Board shall cancel its planned third meeting for calendar year 2012.

10:30 PM EDT Adjourn – time certain